

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

10228-C  
DEC 16 1993 - 12 45 PM  
INTERSTATE COMMERCE COMMISSION

10228-D  
DEC 16 1993 - 12 45 PM

DEC 16 1993 - 12 45 PM

INTERSTATE COMMERCE COMMISSION

0100068016

December 16, 1993

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three duly executed copies of each of the following documents: (1) a Bill of Sale, dated December 14, 1993, and (2) a Release and Termination of Security Interest, each of the aforesaid documents being a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the ACF Industries, Incorporated Equipment Trust, Series H, dated as of March 15, 1979 which was filed with the Commission under Recordation Number 10228.

The name and address of the party to the enclosed documents are:

Trustee/Seller/  
Secured Party: Bankers Trust Company  
4 Albany Street  
New York, New York 10006

A description of the railroad equipment covered by the enclosed document is attached as Schedule 1 to the Release and Termination of Security Interest.

RECEIVED  
GENERAL COUNSEL  
DEC 16 12 44 PM '93  
LICENSING BRANCH

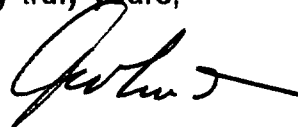
County Clerk  
Guthrie

Mr. Sidney L. Strickland, Jr.  
December 16, 1993  
Page 2

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

# Interstate Commerce Commission

Washington, D.C. 20423

12/16/93

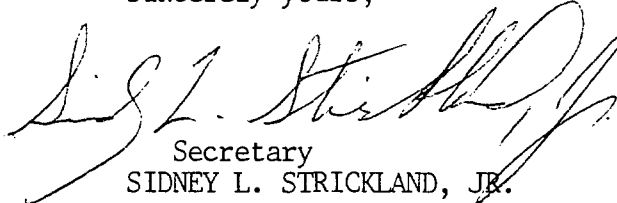
OFFICE OF THE SECRETARY

Alvord and Alvord  
918 Sixteenth Streets, NW., Ste. 200  
Washington, DC. 20006-2973

Dear **Sirs:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **12/16/93** at **12:45PM**, and assigned recordation number(s). **10228-C and 10228-D.**

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/16/94

BILL OF SALE

10228-C  
RECORDED NO 10228-C FILED  
DEC 16 1993 - 12 45 PM

KNOW ALL PERSONS BY THESE PRESENTS: INTERSTATE COMMERCE COMMISSION


That BANKERS TRUST COMPANY, a New York banking corporation (the "Transferor"), not in its individual capacity but solely as trustee under that certain Equipment Trust Agreement dated as of March 15, 1979, for good and valuable consideration, the receipt of which is hereby acknowledged, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to ACF Industries, Incorporated, a New Jersey corporation (the "Transferee"), all of Transferor's right, title and interest in and to the special purpose covered hopper and tank railcars described on Schedule 1 hereto (the "Equipment").

TO HAVE AND TO HOLD all and singular the Equipment above described to the Transferee, its successors and assigns, for its and their use only, forever.

The conveyance evidenced by this Bill of Sale is made by the Transferor "as is", "where is", without recourse, representation or warranty of any kind or nature including, without limitation, any warranty of merchantability or fitness for any particular purpose.

IN WITNESS WHEREOF, BANKERS TRUST COMPANY, as trustee, has caused this instrument to be executed by its duly authorized officer this 14 day of December, 1993.

BANKERS TRUST COMPANY, NOT IN ITS  
INDIVIDUAL CAPACITY BUT SOLELY  
AS TRUSTEE

By:   
Name: \_\_\_\_\_  
Title: V.P.

STATE OF NEW YORK       )  
                                      : ss.  
COUNTY OF NEW YORK       )

On this 14<sup>th</sup> day of December, 1993, before me personally came SCOTT MUIRHEAD, to me known, who being to me duly sworn, did depose and say that he resides at \_\_\_\_\_, that he is the Vice President of Bankers Trust Company, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Karen J. Morena  
Notary Public

KAREN J. MORENA  
Notary Public, State of New York  
No. 41-4991083  
Qualified in Queens County  
Commission Expires Jan. 21, 1994

ETA - H

SCHEDULE 1  
Page 1 of 3

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Car Type Code</u>	<u>Initialed ACFX and Numbered</u>
150	L153	49340-49489
16	L754	58469-58484
214	L254	58485-58698
30	L654	58699-58728
50	L254	58802-58851
7	L654	58852-58858
2	L254	58932-58933
1	L254	58959
23	L254	58964-58986
8	L254	59181-59188
1	T106	78525
5	T108	78535-78539
19	T105	78605-78623
20	T104	78624-78643
28	T105	78644-78671
50	T104	78683-78732
18	T105	78733-78750
25	T104	78801-78825
40	T105	78826-78865

ETA - H

SCHEDULE 1  
Page 2 of 3

<u>Quantity</u>	<u>A.A.R. Car Type Code</u>	<u>Initialed ACFX and Numbered</u>
10	T104	78866-78875
20	T616	78876-78895
1	T104	78897
7	T104	78900-78906
1	T105	78907
3	T106	78910-78912
17	T526	86378-86394
25	L154	98101-98125
11	L254	98246-98256

Recapitulation

Total Covered Hopper Cars	537
Total Tank Cars	<u>265</u>
Total Number of Cars	<u>802</u>

Description of Substituted Equipment

<u>Car Initial And Number</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed in Service</u>	<u>Cost</u>	<u>Cost Less 1/20th Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
ACFX 72514	T106	7/88	\$ 43,291	\$ 43,291	\$ 43,291	\$ 43,291
ACFX 72515	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72516	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72517	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72518	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72519	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72520	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72521	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72522	T106	7/88	43,291	43,291	43,291	43,291
				<u>43,291</u>	<u>43,291</u>	<u>43,291</u>
				\$389,619	\$389,619	\$389,619